

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

7 WEST 57TH STREET REALTY COMPANY,
LLC,

Plaintiff,

- against -

CITIGROUP, INC., CITIBANK, N.A., BANK
OF AMERICA CORP., BANK OF AMERICA
N.A., BARCLAYS BANK PLC, UBS AG,
JPMORGAN CHASE & CO., JPMORGAN
CHASE BANK, NATIONAL ASSOCIATION,
CREDIT SUISSE GROUP AG, BANK OF
TOKYO-MITSUBISHI UFJ LTD.,
COÖPERATIEVE CENTRALE RAIFFEISEN-
BOERENLEENBANK B.A., HSBC
HOLDINGS PLC, HSBC BANK PLC, HBOS
PLC, LLOYDS BANKING GROUP PLC,
ROYAL BANK OF CANADA, THE
NORINCHUKIN BANK, ROYAL BANK OF
SCOTLAND GROUP, PLC, WESTLB AG,
WESTDEUTSCHE IMMOBILIENBANK AG,
DEUTSCHE BANK AG,

Defendants.

Case No. 1:13-cv-0981

**DECLARATION OF WILLIAM GOUGHERTY IN SUPPORT OF
THE ROYAL BANK OF SCOTLAND GROUP PLC'S MOTION TO DISMISS FOR
LACK OF PERSONAL JURISDICTION**

I, William Gougherty, hereby declare under penalty of perjury the truth of the following statements based upon personal knowledge and knowledge gained from the review of corporate records of The Royal Bank of Scotland Group plc ("RBS Group") and from discussions with others with such knowledge:

1. I am an adult and competent to testify to the matters below. I submit this

declaration in support of motion to dismiss for lack of personal jurisdiction of RBS Group.

2. I am a Director, Counsel of RBS Securities Inc. My responsibilities include, among other things, addressing corporate governance and secretariat issues in relation to activities in the United States by members of the RBS family of businesses. I am authorized to make this declaration on behalf of RBS Group.

3. RBS Group is a United Kingdom bank holding company headquartered and incorporated in Scotland, United Kingdom, with its principal office in Gogarburn, Edinburgh, EH12 1HQ. RBS Group's principal place of business is the United Kingdom.

4. RBS Group itself—as distinct from some of its subsidiaries—has no offices anywhere in the United States.

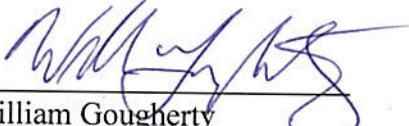
5. As reported in the 2013 annual report of RBS Group, only 21% of the global revenue generated by RBS Group family of operating subsidiaries in 2013 was attributable to the United States (versus 60% from the United Kingdom).

6. As a bank holding company, RBS Group itself is not in the business of transacting in financial products linked to U.S. dollar LIBOR in New York or anywhere in the United States.

7. During the relevant time, all RBS submissions of rates to the British Bankers Association for use in the calculation of U.S. Dollar LIBOR were made from offices in the United Kingdom, not from any offices in the United States.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 13th day of November, 2014 in Stamford, CT.


William Gougherty